

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**BREITBURN ENERGY
PARTNERS LP, et al.,**

Debtors.¹

Chapter 11

Case No. 16-11390 (SMB)

(Jointly Administered)

**DECLARATION OF CHRISTINA PULLO OF
PRIME CLERK LLC REGARDING THE SOLICITATION
OF VOTES AND TABULATION OF BALLOTS CAST ON THE
DEBTORS' THIRD AMENDED JOINT CHAPTER 11 PLAN**

I, Christina Pullo, declare, under the penalty of perjury:

1. I am the Senior Director of Solicitation and Public Securities at Prime Clerk LLC (“**Prime Clerk**”), located at 830 Third Avenue, 9th Floor, New York, New York 10022. I am over the age of eighteen years and not a party to the above-captioned action. Unless otherwise noted, I have personal knowledge of the facts set forth herein.

2. I submit this Declaration with respect to the solicitation of votes and the tabulation of ballots cast on the *Debtors' Third Amended Joint Chapter 11 Plan*, dated December 1, 2017 [Docket No. 1889] (as may be amended, supplemented, or modified from time to time, the “**Plan**”).² Except as otherwise noted, all facts set forth herein are based on my personal

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Breitburn Energy Partners LP (9953); Breitburn GP LLC (9948); Breitburn Operating LP (5529); Breitburn Operating GP LLC (5525); Breitburn Management Company LLC (2858); Breitburn Finance Corporation (2548); Alamitos Company (9156); Beaver Creek Pipeline, L.L.C. (7887); Breitburn Florida LLC (7424); Breitburn Oklahoma LLC (4714); Breitburn Sawtelle LLC (7661); Breitburn Transpetco GP LLC (7222); Breitburn Transpetco LP LLC (7188); GTG Pipeline LLC (3760); Mercury Michigan Company, LLC (3380); Phoenix Production Company (1427); QR Energy, LP (3069); QRE GP, LLC (2855); QRE Operating, LLC (9097); Terra Energy Company LLC (9616); Terra Pipeline Company LLC (3146); and Transpetco Pipeline Company, L.P. (2620). The Debtors' mailing address is 707 Wilshire Boulevard, Suite 4600, Los Angeles, California 90017.

² All capitalized terms used by not otherwise defined herein have the meanings ascribed to them in the Plan or Disclosure Statement Order (as defined below).

knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant documents. I am authorized to submit this Declaration on behalf of Prime Clerk. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. This Court authorized Prime Clerk's retention as the (a) claims and noticing agent to the above-captioned debtors and debtors in possession (collectively, the "**Debtors**") pursuant to the *Order Pursuant to 11 U.S.C. § 105(a), 28 U.S.C. § 156(c), and Local Rule 5075-1 Authorizing Debtors to Appoint and Retain Prime Clerk LLC as Claims and Noticing Agent Effective as of the Petition Date*, dated May 16, 2016 [Docket No. 32] and (b) administrative advisor pursuant to the *Order Pursuant to 11 U.S.C. § 327(a), Fed. R. Bankr. P. 2014(a) and 2016(A), and Local Rules 2014-1 and 2016-1 Authorizing Appointment and Retention of Prime Clerk LLC as Administrative Agent to the Debtors Effective as of the Petition Date*, dated June 15, 2016 [Docket No. 131] (collectively, the "**Retention Orders**"). The Retention Orders authorize Prime Clerk to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. As detailed in Prime Clerk's applications to be retained in these chapter 11 cases [Docket Nos. 15 and 34], Prime Clerk and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

Service and Transmittal of Solicitation Packages and the Tabulation Process

4. Pursuant to the *Order (I) Approving Notice of Disclosure Statement Hearing; (II) Approving Disclosure Statement; (III) Establishing a Record Date; (IV) Establishing Notice and Objection Procedures for Confirmation of the Plan; (V) Approving Solicitation Packages and Procedures for Distribution Thereof; (VI) Approving the Forms of Ballots and Establishing Procedures for Voting on the Plan; (VII) Approving the Form of Notice to Non-Voting Classes Under the Plan; And (VIII) Approving the Rights Offering Procedures and Related Matters* [Docket No. 1885] (the "**Disclosure Statement Order**"), the Court established procedures to

solicit votes from and tabulate ballots submitted by holders entitled to vote on the Plan (the “**Solicitation Procedures**”). Prime Clerk adhered to the Solicitation Procedures outlined in the Disclosure Statement Order and the Ballots, which were distributed to parties entitled to vote on the Plan. I supervised the solicitation and tabulation performed by Prime Clerk’s employees.

5. The Solicitation Procedures established November 29, 2017 as the date for determining which Holders of Claims in the Voting Classes are entitled to vote to accept or reject the plan (the “**Voting Record Date**”). Pursuant to the Plan and the Solicitation Procedures, only holders as of the Voting Record Date in the following classes were entitled to vote to accept or reject the Plan (the “**Voting Classes**”):

Plan Class	Class Description
3	Revolving Credit Facility Claims
4	Secured Notes Claims
5A/5B	Unsecured Notes Claims
6	General Unsecured Claims

No other classes were entitled to vote on the Plan.

6. In accordance with the Solicitation Procedures, Prime Clerk worked closely with the Debtors’ advisors to identify the holders entitled to vote in the Voting Classes as of the Voting Record Date, and to coordinate the distribution of solicitation materials to these holders. In addition, Prime Clerk coordinated the distribution of solicitation materials to holders of public securities in the Voting Classes in accordance with procedures commonly used to serve solicitation materials on holders of public securities. A detailed description of Prime Clerk’s distribution of solicitation materials is set forth in Prime Clerk’s *Affidavit of Service of Solicitation Material*, which was filed with this Court on December 12, 2017 [Docket No. 1918].

7. In accordance with the Solicitation Procedures, Prime Clerk received, reviewed, determined the validity of, and tabulated the ballots submitted to vote on the Plan. Each ballot submitted to Prime Clerk was date-stamped, scanned, assigned a ballot number, entered into Prime Clerk's voting database and processed in accordance with the Solicitation Procedures. To be included in the tabulation results as valid, a ballot must have been (a) properly completed pursuant to the Solicitation Procedures, (b) executed by the relevant holder entitled to vote on the Plan (or such holder's authorized representative), (c) returned to Prime Clerk via an approved method of delivery set forth in the Solicitation Procedures, and (d) received by Prime Clerk by 4:00 p.m. (Eastern Time) on January 5, 2018 (the "**Voting Deadline**").³


8. All valid ballots cast by holders entitled to vote in the Voting Classes and received by Prime Clerk on or before the Voting Deadline were tabulated pursuant to the Solicitation Procedures.

9. The final tabulation of votes cast by timely and properly completed ballots received by Prime Clerk is attached hereto as **Exhibit A**.

10. A report of all ballots excluded from the final tabulation prepared by Prime Clerk, and the reasons for exclusion of such ballots, is attached hereto as **Exhibit B**.

To the best of my knowledge, information and belief, I declare under penalty of perjury that the foregoing information concerning the distribution, submission and tabulation of ballots in connection with the Plan is true and correct.

Dated: January 8, 2018


Christina Pullo
Senior Director of Solicitation and Public Securities
Prime Clerk LLC

³ Due to inclement weather conditions and delay in delivery of voting packages, the Voting Deadline was extended from 4:00 p.m. (Eastern Time) on January 4, 2018 to 4:00 p.m. (Eastern Time) on January 5, 2018.

Exhibit A

BREITBURN ENERGY PARTNERS LP, *et al.*
Exhibit A - Tabulation Summary
(Exhibit No. 51 of Debtors' Confirmation Hearing Exhibit List)

Class	Class Description	Number Accepting	Percentage of Number Accepting	Amount Accepting	Percentage of Amount Accepting	Number Rejecting	Percentage of Number Rejecting	Amount Rejecting	Percentage of Amount Rejecting	Class Voting Result
3	Revolving Credit Facility Claims	35	74.47%	\$672,722,805.30	90.05%	12	25.53%	\$74,344,118.69	9.95%	Accept
4	Secured Notes Claims	22	100%	\$650,000,000.00	100%	0	0%	\$0.00	0%	Accept
5A	Unsecured Notes Claims (Eligible Offerees)	214	93.45%	\$828,846,867.00	99.84%	15	6.55%	\$1,364,000.00	0.16%	Accept
5B*	Unsecured Notes Claims (Non-Eligible Offerees)	36	42.86%	\$41,045,000.00	91.93%	48	57.14%	\$3,602,000.00	8.07%	Reject
6A	GUC (Alamitos Company)	1	100%	\$1.00	100%	0	0%	\$0.00	0%	Accept
6B	GUC (Beaver Creek Pipeline, L.L.C.)	1	100%	\$1.00	100%	0	0%	\$0.00	0%	Accept
6C	GUC (Breitburn Energy Partners LP)	19	82.61%	\$5,419,507.21	99.67%	4	17.39%	\$18,196.48	0.33%	Accept
6D	GUC (Breitburn Finance Corporation)	1	100%	\$1.00	100%	0	0%	\$0.00	0%	Accept
6E	GUC (Breitburn Florida LLC)	1	100%	\$1.00	100%	0	0%	\$0.00	0%	Accept
6F	GUC (Breitburn GP LLC)	1	100%	\$1.00	100%	0	0%	\$0.00	0%	Accept
6G	GUC (Breitburn Management Company LLC)	3	100%	\$3,587,233.33	100%	0	0%	\$0.00	0%	Accept
6H	GUC (Breitburn Oklahoma LLC)	1	100%	\$1.00	100%	0	0%	\$0.00	0%	Accept
6I	GUC (Breitburn Operating GP LLC)	1	100%	\$1.00	100%	0	0%	\$0.00	0%	Accept
6J	GUC (Breitburn Operating LP)	7	100%	\$6,523,730.84	100%	0	0%	\$0.00	0%	Accept
6K	GUC (Breitburn Sawtelle LLC)	1	100%	\$1.00	100%	0	0%	\$0.00	0%	Accept
6L	GUC (Breitburn Transpetco GP LLC)	1	100%	\$1.00	100%	0	0%	\$0.00	0%	Accept
6M	GUC (Breitburn Transpetco LP LLC)	1	100%	\$1.00	100%	0	0%	\$0.00	0%	Accept
6N	GUC (GTG Pipeline LLC)	1	100%	\$1.00	100%	0	0%	\$0.00	0%	Accept
6O	GUC (Mercury Michigan Company, LLC)	1	100%	\$1.00	100%	0	0%	\$0.00	0%	Accept
6P	GUC (Phoenix Production Company)	1	100%	\$1.00	100%	0	0%	\$0.00	0%	Accept
6Q	GUC (QR Energy, LP)	2	100%	\$2.00	100%	0	0%	\$0.00	0%	Accept
6R	GUC (QRE GP, LLC)	1	100%	\$1.00	100%	0	0%	\$0.00	0%	Accept
6S	GUC (QRE Operating, LLC)	3	100%	\$1,580,240.00	100%	0	0%	\$0.00	0%	Accept
6T	GUC (Terra Energy Company LLC)	2	100%	\$2.00	100%	0	0%	\$0.00	0%	Accept
6U	GUC (Terra Pipeline Company LLC)	1	100%	\$1.00	100%	0	0%	\$0.00	0%	Accept
6V	GUC (Transpetco Pipeline Company, L.P.)	1	100%	\$1.00	100%	0	0%	\$0.00	0%	Accept

*In accordance with the procedures outlined on the Class 5A and Class 5B - Unsecured Notes Claims beneficial owner ballot, if a claimant did not indicate their status as an Eligible Offeree or Non-Eligible Offeree, such claimant was deemed to be a Non-Eligible Offeree as of November 27, 2017 for Plan voting classification purposes.

Exhibit B

BREITBURN ENERGY PARTNERS LP, et al.
Exhibit B1 - Report of Non-Securities Ballots Excluded from Tabulation
(Exhibit No. 52 of Debtors' Confirmation Hearing Exhibit List)

Plan Class	Plan Class Description	Debtor	Ballot Number	Creditor Name	Received Date	Voting Amount	Accept/Reject	Reason(s) for Exclusion
3	Revolving Credit Facility Claims	All Applicable Debtors	69	BNP PARIBAS	1/2/2018	\$14,922,137.85		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
3	Revolving Credit Facility Claims	All Applicable Debtors	8	CASPIAN FOCUSED OPPORTUNITIES FUND, L.P.	12/11/2017	\$2,505,067.02		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
3	Revolving Credit Facility Claims	All Applicable Debtors	81	CASPIAN FOCUSED OPPORTUNITIES FUND, L.P.	1/3/2018	\$2,505,067.02		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
3	Revolving Credit Facility Claims	All Applicable Debtors	4	CASPIAN HLSC1, LLC	12/11/2017	\$1,749,763.20		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
3	Revolving Credit Facility Claims	All Applicable Debtors	6	CASPIAN SC HOLDINGS LP	12/11/2017	\$2,407,100.65		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
3	Revolving Credit Facility Claims	All Applicable Debtors	3	CASPIAN SELECT CREDIT MASTER FUND LTD	12/8/2017	\$20,819,409.39		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
3	Revolving Credit Facility Claims	All Applicable Debtors	5	CASPIAN SOLITUDE MASTER FUND, L.P.	12/11/2017	\$1,246,456.78		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
3	Revolving Credit Facility Claims	All Applicable Debtors	41	CITIZENS BANK, NA F/K/A RBS CITIZENS NA	12/22/2017	\$23,129,313.66		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
3	Revolving Credit Facility Claims	All Applicable Debtors	45	CITIZENS BANK, NA F/K/A RBS CITIZENS NA	12/21/2017	\$23,129,313.66		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
3	Revolving Credit Facility Claims	All Applicable Debtors	10	PNC BANK, NATIONAL ASSOCIATION	12/12/2017	\$14,922,137.85		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
3	Revolving Credit Facility Claims	All Applicable Debtors	7	SUPER CASPIAN CAYMAN FUND LIMITED	12/11/2017	\$1,214,776.40		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
3	Revolving Credit Facility Claims	All Applicable Debtors	36	WELLS FARGO BANK, NATIONAL ASSOCIATION	12/15/2017	\$37,305,344.75	ACCEPT	DUPLICATE OF VALID BALLOT INCLUDED IN FINAL TABULATION
3	Revolving Credit Facility Claims	All Applicable Debtors	35	WELLS FARGO BANK, NATIONAL ASSOCIATION	12/15/2017	\$37,305,344.75	ACCEPT	DUPLICATE OF VALID BALLOT INCLUDED IN FINAL TABULATION
6B	General Unsecured Claims	Terra Energy Company LLC	43	CHEVRON U.S.A INC.	12/22/2017	\$1.00	ACCEPT	SUPERSEDED BY LATER RECEIVED VALID BALLOT THAT DID NOT CHANGE ITS VOTE
6C	General Unsecured Claims	Breitburn Energy Partners LP	63	MILLS, GREGORY A.	1/2/2018	\$25,000.00		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
6C	General Unsecured Claims	Breitburn Energy Partners LP	60	MULHOLLAND, MARY	1/2/2018	\$21,702.00		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
6C	General Unsecured Claims	Breitburn Energy Partners LP	27	PELLETIER, ROGER	12/18/2017	\$10,500.00		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
6C	General Unsecured Claims	Breitburn Energy Partners LP	26	PELLETIER, ALBAN	12/18/2017	\$10,500.00		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
6C	General Unsecured Claims	Breitburn Energy Partners LP	2	EHRITZ, JOSEPH W. AND MARIANNE L.	12/8/2017	\$6,934.00		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
6C	General Unsecured Claims	Breitburn Energy Partners LP	15	HARRISON, GREGORY P.	12/15/2017	\$4,000.00		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
6C	General Unsecured Claims	Breitburn Energy Partners LP	31	TIENTER, JEFF	12/18/2017	\$1,327.35		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
6C	General Unsecured Claims	Breitburn Energy Partners LP	20	SANDRA ADA COTTER + JOE I COTTER TTEES	12/15/2017	\$690.00		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
6C	General Unsecured Claims	Breitburn Energy Partners LP	30	BARBARA A CASTILLOW FAMILY TRUST	12/18/2017	\$1.00		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
6C	General Unsecured Claims	Breitburn Energy Partners LP	14	RAFFERTY, ANITA	12/15/2017	\$1.00		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
6C	General Unsecured Claims	Breitburn Energy Partners LP	22	OZZIE GOLDMAN LIVING TRUST LESLIE GOLDSMITH & JOEL DAUMAN TTEES	12/15/2017	\$1.00		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
6J	General Unsecured Claims	Breitburn Operating LP	136	TRANSPETCO TRANSPORT COMPANY	1/4/2018	\$5,500,000.00	ACCEPT	DUPLICATE OF VALID BALLOT INCLUDED IN FINAL TABULATION
6J	General Unsecured Claims	Breitburn Operating LP	19	WOOD, STEVEN F	12/15/2017	\$8,100.00		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
6J	General Unsecured Claims	Breitburn Operating LP	47	HOWARD E BURKHEAD TRUST	12/28/2017	\$1.00		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
6J	General Unsecured Claims	Breitburn Operating LP	48	MARY ELLEN BURKHEAD REV TRUST	12/28/2017	\$1.00		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN
6J	General Unsecured Claims	Breitburn Operating LP	29	GALM, ADELINE	12/18/2017	\$1.00		HOLDER DID NOT INDICATE A VOTE TO ACCEPT OR REJECT THE PLAN

BREITBURN ENERGY PARTNERS LP, et al.
Exhibit B2 - Report of Public Securities Ballots Excluded from Tabulation
(Exhibit No. 52 of Debtors' Confirmation Hearing Exhibit List)

Plan Class	Plan Class Description	Participant Number	Participant of Beneficial Holder	CUSIP	Principal Amount	Accept/Reject	Reason(s) for Exclusion
5A	Unsecured Notes Claims (Eligible Offerees)	0188	TD AMERITRADE CLEARING, INC.	106777AB1	\$128,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5A	Unsecured Notes Claims (Eligible Offerees)	0188	TD AMERITRADE CLEARING, INC.	106777AB1	\$120,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5A	Unsecured Notes Claims (Eligible Offerees)	0188	TD AMERITRADE CLEARING, INC.	106777AD7	\$1,500,000.00	ACCEPT	POSITION NOT VALIDATED BY NOMINEE
5A	Unsecured Notes Claims (Eligible Offerees)	0216	AMERICAN ENTERPRISE INVESTMENT SERVICES INC.	106777AB1	\$40,000.00	ACCEPT	NOT A RECORD DATE HOLDER
5A	Unsecured Notes Claims (Eligible Offerees)	0954	THE BANK OF NEW YORK MELLON/MELLON TRUST OF NEW ENGLAND, N.A.	10677RAA9	\$2,970,000.00	ACCEPT	NOT A RECORD DATE HOLDER
5A	Unsecured Notes Claims (Eligible Offerees)	2027	WELLS FARGO BANK, NATIONAL ASSOCIATION	106777AD7	\$3,315,000.00	ACCEPT	DUPLICATE OF VALID BALLOT INCLUDED IN FINAL TABULATION
5A	Unsecured Notes Claims (Eligible Offerees)	2027	WELLS FARGO BANK, NATIONAL ASSOCIATION	106777AD7	\$2,901,000.00	ACCEPT	DUPLICATE OF VALID BALLOT INCLUDED IN FINAL TABULATION
5A	Unsecured Notes Claims (Eligible Offerees)	2027	WELLS FARGO BANK, NATIONAL ASSOCIATION	106777AB1	\$1,146,000.00	ACCEPT	DUPLICATE OF VALID BALLOT INCLUDED IN FINAL TABULATION
5A	Unsecured Notes Claims (Eligible Offerees)	2027	WELLS FARGO BANK, NATIONAL ASSOCIATION	106777AB1	\$1,003,000.00	ACCEPT	DUPLICATE OF VALID BALLOT INCLUDED IN FINAL TABULATION
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0057	EDWARD D. JONES & CO.	106777AB1	\$5,000.00	ACCEPT	DUPLICATE OF VALID BALLOT INCLUDED IN FINAL TABULATION
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AB1	\$200,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AB1	\$50,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AB1	\$30,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AB1	\$70,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AB1	\$15,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$150,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$20,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$10,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$20,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$20,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$30,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$30,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$50,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$25,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$25,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$15,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$25,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$25,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$15,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$20,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$25,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$25,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0164	CHARLES SCHWAB & CO., INC.	106777AD7	\$10,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0188	TD AMERITRADE CLEARING, INC.	106777AB1	\$25,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0226	NATIONAL FINANCIAL SERVICES LLC	106777AB1	\$10,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0226	NATIONAL FINANCIAL SERVICES LLC	106777AB1	\$4,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	0226	NATIONAL FINANCIAL SERVICES LLC	106777AD7	\$25,000.00		HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN
5B	Unsecured Notes Claims (Non-Eligible Offerees)	8455	BARCLAYS BANK PLC NEW YORK BRANCH	106777AD7	\$9,145,000.00	ACCEPT	SUPERSEDED BY LATER RECEIVED VALID BALLOT THAT DID NOT CHANGE ITS VOTE
5B	Unsecured Notes Claims (Non-Eligible Offerees)	8455	BARCLAYS BANK PLC NEW YORK BRANCH	106777AD7	\$955,500.00	ACCEPT	SUPERSEDED BY LATER RECEIVED VALID BALLOT THAT DID NOT CHANGE ITS VOTE
5B	Unsecured Notes Claims (Non-Eligible Offerees)	8455	BARCLAYS BANK PLC NEW YORK BRANCH	106777AD7	\$9,555,000.00	ACCEPT	SUPERSEDED BY LATER RECEIVED VALID BALLOT THAT DID NOT CHANGE ITS VOTE
5B	Unsecured Notes Claims (Non-Eligible Offerees)	N/A	N/A	N/A	\$487,500,000.00	ACCEPT	NOT A RECORD DATE HOLDER